

EXHIBIT B

[DATE]

[NAME]
[AGENCY]
[ADDRESS]
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Re: Notice Pursuant to CAFA of Proposed Settlement
***In re Tronox, Inc. Sec. Litig.*, Case No. 09-CV_06220-SAS (S.D.N.Y.)**

Defendants Kerr-McGee Corporation, Anadarko Petroleum Corporation, Thomas H. Adams, Mary Mikkelsen, Marty J. Rowland, Gregory F. Pilcher, J. Michael Rauh, Robert M. Wohleber, Luke Corbett, and Ernst & Young LLP (“Defendants”) hereby provide notice pursuant to the Class Action Fairness Act of 2005 (28 U.S.C. §§ 1711 *et seq.*) that the parties have reached and filed with the Court a proposed settlement of the above-referenced matter. The Defendants deny any wrongdoing or liability whatsoever, but have decided to settle this action recognizing that there is uncertainty and risk in any complex litigation and that further litigation would be protracted and expensive. The following documents more fully describing the matter and settlement are contained on the enclosed CD:

1. The original Class Action Complaint in this matter (filed July 10, 2009), as well as the Consolidated Class Action Complaint (filed November 24, 2009), and the First Amended Consolidated Class Action Complaint (filed July 30, 2010).
2. The parties’ Stipulation and Agreement of Settlement (dated August 3, 2012).
3. Plaintiffs’ Motion for (I) Preliminary Approval of Settlement (II) Certification of the Class for Purposes of Settlement and (III) Approval of Notice to the Class (dated August 3, 2012), including Exhibits A ([Proposed] Order Preliminarily Approving Proposed Settlement and Providing for Notice), A-1 ([Proposed] Notice of Pendency of Class Action and Proposed Settlement, Settlement Fairness Hearing, and Motion for Attorneys’ Fees and Reimbursement of Litigation Expenses (“Notice to Class Members”)), A-2 ([Proposed] Proof of Claim and Release), A-3 ([Proposed] Summary Notice of Pendency of Class Action and Proposed Settlement, Settlement Fairness Hearing, and Motion for Attorneys’ Fees and Reimbursement of Litigation Expenses), and B ([Proposed] Final Judgment Approving Class Action Settlement); and Plaintiffs’ Memorandum of Law in support of the Motion.

Because the class has not yet been certified and potential class members have not yet submitted claim forms, it is not feasible for Defendants to provide (a) the names of class members who reside in each state, (b) a reasonable estimate of the number of class members residing in each state, or (c) a reasonable estimate of the proportionate share of the claims of class members residing in each state to the entire settlement. Class members who properly submit valid claim forms will receive a recovery as described in the enclosed Notice to Class Members.

There are currently no written judicial opinions related to the materials described under 28 U.S.C. §§ 1715(b)(3)–(6), nor has any final judgment or notice of dismissal been filed at this time. No hearing date has yet been set on this matter.

If you have any questions about this notice, the lawsuit, or the enclosed materials, please contact the counsel listed below.

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